

PEPCO HOLDINGS INC
 Form 5
 February 21, 2003

<p>FORM 5</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>
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<p>1. Name and Address of Reporting Person*</p> <p>McCallum, John D.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Pepco Holdings, Inc. (POM)</p>	<p>6. Relationship of Reporting Person to Issuer (Check all appropriate)</p> <p><input type="checkbox"/> Director</p> <p><input type="checkbox"/> Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p><u>Senior Vice President</u></p>
<p>(Last) (First)</p>	<p>3. IRS Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Year</p> <p>Year Ended 12/31/02</p>
<p>(Street)</p>	<p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>7. Individual or Joint/Group Form filed by One <input checked="" type="checkbox"/> Form filed by Multiple <input type="checkbox"/> Form filed by Multiple</p>
<p>(City) (State)</p>	<p>(Zip) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</p>	

1. Title of Security (Instr. 3)	2. Transaction Date	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
			Amount (A) or (D) Price			
Common Stock	8/2/02	A	2,837	A	\$19.735	16,138

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5(continued)
of, or Beneficially Owned
convertible securities)

Table II - Derivative Securities Acquired, Disposed
(e.g., puts, calls, warrants, options,

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, If Any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable or (D) of Title	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price or Exercise Price of Derivative Security (Instr. 3 and 4)

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Crime Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

John D. McCallum by Ellen Sheriff Rogers,
Attorney-in-Fact

2/21/03
 Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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